

No 500000/870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

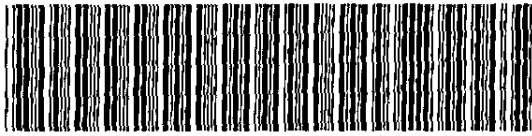
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

[Handwritten signature]



900046429649

02/14/05--01020--016 **81.75

FILED
2005 FEB 14 P 4: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2005 FEB 14 P 4: 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID T. PRICE
ATTORNEY AT LAW
550 S.W. 12TH AVENUE
DEERFIELD BEACH, FLORIDA 33442
TELEPHONE (954) 421-9399

February 7, 2005

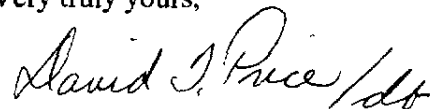
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Holy Smoke, Inc.

Dear Secretary of State:

We enclose herewith for recording with the office of the Secretary of State the enclosed Articles of Incorporation of Holy Smoke, Inc., a Not For Profit organization, together with the appropriate fee for filing.

Very truly yours,



DAVID T. PRICE

/db

Encls. (Check \$78.75)

FILED

2005 FEB 14 P 4: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
HOLY SMOKE, INC.
(A Corporation Not for Profit)

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws in the State of Florida

I
NAME

The name of the corporation shall be HOLY SMOKE, INC. (The "Corporation").

II
ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 1951 N.W. 29TH Road, Boca Raton, FL 33431 but the Corporation may maintain offices and transaction business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

III
PURPOSE

This Corporation is organized and shall be operated exclusively for charitable purposes, including for such purposes the making of distributions to qualified organization. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c) (3) and Sections 509 (a) (2) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code. If a qualified organization ceases to be a qualified organization, this Corporation shall not make any further distributions to such organization. Further, the purpose of the Corporation shall be the promotion and holding of religious events, leading people to the Lord, raising awareness of the importance of God in our lives and helping and benefiting the poor throughout the United States and wherever the Charity may be of service to those less fortunate.

IV
MEMBERSHIP

1. Members of the Corporation shall be limited to such persons who are sincerely interested in and committed to the purposes of the Corporation.

2. A candidate for membership must be proposed by a Member of the Corporation and seconded by at least two Members of the Corporation, in a letter addressed to the Secretary. Accompanying such letter shall be a resume of the candidate for membership. The acceptance of new Members of the Corporation into the Corporation shall be determined by a majority vote of the Members of the Corporation.

3. A quorum at meetings of Members of the Corporation shall consist of persons present, in person or by proxy, entitled to cast a majority of the votes of the entire membership. Each active Member of the Corporation shall be entitled to one vote in the overall management of the Corporation.

4. If any Member of the Corporation engages in any unprofessional action or conduct detrimental to the Corporation, the remaining Members of the Corporation shall have absolute discretion to expel or suspend such Member from the Corporation, without recourse.

5. The annual meeting of Members of the Corporation shall be held during the month of December of each year for the purpose of electing Directors and transaction any other business duly authorized to be transacted by the Members of the Corporation. Special meetings of Members of the Corporation shall be held whenever called by the President or Vice-President or by a majority of the Members of the Corporation. At meetings of membership, the membership shall select a Chairman to preside.

V
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Members of the Corporation. The Members of the Corporation may remove any and all of the Directors from the Board, with or without cause and at such time by the Members of the Corporation as they may determine, in their discretion.

The names and addresses of the individuals who shall serve as the initial directors of HOLY SMOKE, INC. are as follows:

<u>Name</u>	<u>Address</u>
Gerald A. Stevens	1951 N.W. 29 th Rd. Boca Raton, FL 33431
Katherine M. Stevens	1951 N.W. 29 th Rd. Boca Raton, FL 33431
Jennifer Drapp	1951 N.W. 29 th Rd. Boca Raton, FL 33431

VI
REGISTERED AGENT

The registered office of HOLY SMOKE, INC. shall be located at 1951 N.W. 29th Road, Boca Raton, FL 33431. The name and address of the initial registered agent of HOLY SMOKE, INC. is David T. Price, Esq., 550 SW 12th Avenue, Deerfield Beach, Florida 33442.

The name and address of the incorporators of HOLY SMOKE, INC. are:

Name Gerald A. Stevens

Address 1951 N.W. 29th Road
Boca Raton, Florida 33431

VII
OFFICERS

The affairs of this Corporation shall be managed on a day-to-day basis by the officers in accordance with the Bylaws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

VIII
DISSOLUTION

In the event of dissolution of HOLY SMOKE, INC., the residual assets of the Corporation will be distributed to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501 (c) (33) and 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986 or corresponding sections made prior or future Internal Revenue Code.

IX
DURATION

The Corporation shall have perpetual existence.

X
BYLAWS

The Bylaws of the Corporation shall be adopted, amended or rescinded by the Members of the Corporation in the manner provided by the Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or with the Articles of Incorporation.

XI
AMENDMENTS

The Articles of Incorporation may be amended or repealed in whole or in part by a majority

vote of the Members of the Corporation at a meeting of the Members of the Corporation. Notice of changes to be made to the Articles of Incorporation shall be given to the Members of the Corporation together with the notice of the meeting.

XII
CHARITABLE RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of HOLY SMOKE, INC. shall enure to the benefit of or be distributed to its governing Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. It is intended that this Corporation shall have the status of a Corporation which is exempt from Federal income taxation under Section 501 (a) of the Internal Revenue Code, as an organization described in Section 501 (c) (3) of the Code, and described in section 509 (a) (3) of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

XIII
UNRELATED BUSINESS ACTIVITY

Notwithstanding any other provision of these Articles of Incorporation, HOLY SMOKE, INC., shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the provisions of Sections 501 (c) (3) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation.

XIV
SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

Name Gerald A. Stevens

Address 1951 N.W. 29th Road
Boca Raton, FL 33431

IN WITNESS WHEREOF the subscribers have hereunto set their hands and seals, this 3rd day of February, 2005.

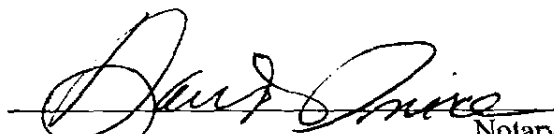

Gerald A. Stevens
Director and Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of February, 2005 by GERALD A. STEVENS, who is personally known to me ~~or has produced~~ as identification and who ~~did~~ did not take an oath.



David T. Price
Commission #DD153216
Expires: Oct 06, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


Notary
DAVID T. PRICE
Printed Name

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in paragraph V of these Articles, I hereby accept said appointment and agree to act in this capacity and I agree to comply with the provisions of Chapter 48.09 Florida Statutes relative to keeping open said office.

By: 
David T. Price

FILED
2005 FEB 4 P 4: 32
CLERK OF STATE
TALLAHASSEE, FLORIDA